

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

DB STRUCTURED PRODUCTS, INC.,

Plaintiff,

-against-

BALTIMORE AMERICAN MORTGAGE
CORPORATION, INC.,

Defendant.

ECF CASE

07 Civ. 4109 (DLC)(KNF)

**DECLARATION OF JOHN P. DOHERTY
WITH RESPECT TO ATTORNEYS'
FEES AND COSTS**

I hereby declare pursuant to 28 U.S.C. § 1746:

1. I am a member of Thacher Proffitt & Wood LLP ("TPW"), counsel for plaintiff DB Structured Products, Inc. ("DBSP"). I have never been the subject of a disciplinary proceeding or received any professional censure in connection with the practice of law. Unless otherwise noted, I have personal knowledge of the facts set forth herein based on my personal involvement in this lawsuit or based on TPW's books and records.

2. I was admitted to the bar of the State of New York and the United States District Court for the Southern District of New York in 1997.

3. TPW is a full-service commercial and financial services law firm. I am a business litigator and represent clients in commercial litigation matters, including loan-related litigation and workouts.

4. TPW has served as counsel to DBSP in this matter since March 2007. In that capacity, TPW provides advice and counsel concerning, and assists in enforcing, DBSP's rights relating to certain agreements between DBSP and Defendant, as described in the Complaint.

5. I submit this declaration in support of DBSP's application for attorneys' fees in this matter.

6. I am one of the TPW partners who is principally responsible for this matter. I have personal knowledge of the legal fees and the costs incurred by DBSP in this litigation.

7. As a partner at TPW, I have direct access to TPW's attorney time-keeping system.

8. Attached hereto are the invoices detailing the legal fees and expenses associated with this litigation. In no fashion should this declaration be construed as a waiver of the attorney client privilege or the protections afforded by the work-product doctrine.

9. The billing rates of TPW attorneys and paraprofessionals are located on a summary page at the end of each invoice.

10. These fees were billed in accordance with TPW's billing rates and procedures. The rates charged by TPW for the services rendered by its professionals and paraprofessionals are the same or lower rates than TPW charges for professional and paraprofessional services rendered in comparable matters, because DBSP generally received a discounted fee.

11. The fees requested by TPW are reasonable based on the customary compensation charged by comparably skilled practitioners in similar matters in a competitive national legal market.

12. TPW's billing records are generated by individuals with a professional and business responsibility to make and to keep them accurately, and it is, therefore, reasonable and appropriate to rely upon them for information as to the actual and total legal fees and expenses incurred by or on behalf of DBSP in enforcing its rights in this case.

13. Disbursements include, but are not limited to: court fees, photocopying charges, telephone charges, mailing charges and ground transportation. A detailed schedule of such expenses -- which shows only the disbursements for which reimbursement is sought herein -- is included in each monthly invoice.

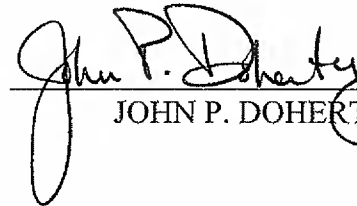
14. As more fully described in the attached invoices, the fees and expenses incurred by TPW on DBSP's behalf for this matter, through and including April 30, 2008, are \$39,129.49. Specifically, attached as Exhibit A to this declaration are:

- Invoice #54915 (for the period through and including May 31, 2007) in the amount of \$7,217.10;
- Invoice #57621 (for the period June 1, 2007 through and including June 30, 2007) in the amount of \$1,263.25;
- Invoice #63584 (for the period July 1, 2007 through and including July 31, 2007) in the amount of \$1,771.89;
- Invoice #63601 (for the period August 1, 2007 through and including August 31, 2007) in the amount of \$6,045.25;
- Invoice #63603 (for the period September 1, 2007 through and including September 30, 2007) in the amount of \$4,652.46;
- Invoice #61835 (for the period October 1, 2007 through and including October 31, 2007) in the amount of \$4,997.65;
- Invoice #63411 (for the period November 1, 2007 through and including November 30, 2007) in the amount of \$5,219.57;
- Invoice #65097 (for the period December 1, 2007 through and including December 31, 2007) in the amount of \$2,712.05;
- Invoice #65723 (for the period January 1, 2008 through and including January 31, 2008) in the amount of \$832.50;
- Invoice #66414 (for the period February 1, 2008 through and including February 29, 2008) in the amount of \$582.50;

- Invoice #68053 (for the period March 1, 2008 through and March 31, 2008) in the amount of \$2,173.38;
- Invoice #68686 (for the period April 1, 2008 through and April 30, 2008) in the amount of \$1661.89.

DBSP reserves the right to supplement this application for attorneys' fees.

I declare under penalty of perjury that the foregoing is true and correct.



JOHN P. DOHERTY

Dated: May 21, 2008
New York, New York

EXHIBIT A

Thacher Proffitt

Thacher Proffitt & Wood LLP

REMITTANCE COPY

Deutsche Bank Securities, Inc.
60 Wall Street
New York, NY 10005

Attn: Jay Strauss Esq.

PLEASE REMIT PAYMENT BY WIRE TO:

Citibank, N.A.
(ABA No. 021000089)
For the Account of:
Thacher Proffitt & Wood LLP
Account No. 37562867
Reference: RFH 17988-00645

Invoice Number **54915**

July 9, 2007

FEDERAL ID NO. 13-5812353

	<p>FOR PROFESSIONAL SERVICES rendered and disbursements posted through May 31, 2007 with respect to Baltimore America, our services including:</p> <p style="text-align: right;">Total Fees</p> <p style="text-align: right;">Total Disbursements</p> <p style="text-align: right;">TOTAL AMOUNT DUE</p> <p>RFH 17988-00645</p>		<p style="text-align: right;">\$ 6,744.50</p> <p style="text-align: right;">\$ <u>472.60</u></p> <p style="text-align: right;">\$ <u>7,217.10</u></p>
--	---	--	---

Thacher Proffitt

Thacher Proffitt & Wood LLP

Deutsche Bank Securities, Inc.
60 Wall Street
New York, NY 10005

Attn: Jay Strauss Esq.

PLEASE REMIT PAYMENT BY WIRE TO:

Citibank, N.A.
(ABA No. 021000089)
For the Account of:
Thacher Proffitt & Wood LLP
Account No. 37562867
Reference: RFH 17988-00645

Invoice Number 54915

July 9, 2007

FEDERAL ID NO. 13-5612353

FOR PROFESSIONAL SERVICES rendered and disbursements posted through May 31, 2007 with respect to Baltimore America, our services including:				
<u>Date</u>	<u>Services</u>	<u>Atty.</u>	<u>Hours</u>	<u>Value</u>
03/02/07	Office conference with JPD regarding case and research; research jurisdictional requirements; e-mails with KFC regarding same.	LAH	0.3	90.00
03/13/07	Meet with team; email to client; work on complaint and jurisdictional issues; meet with RFH.	JPD	0.2	80.00
03/13/07	Office conference with JPD, KFC, BEZ and MHM regarding matter; circulate and review documents provided by client; review sample complaint; office conference with BEZ regarding sample complaint.	JSK	0.2	60.00
03/14/07	Review transaction documents and demand letters received from client.	BEZ	0.2	70.00
03/14/07	Work on complaint; work on jurisdictional issues; meet with BEZ.	JPD	0.7	280.00
03/15/07	Continue reviewing documents; begin drafting demand letter.	BEZ	0.3	105.00
03/19/07	Review transaction documents.	BEZ	0.2	70.00
03/20/07	Emails with Mr. Paolini; review materials; meet with BEZ.	JPD	0.8	320.00
03/21/07	Document request	SS	0.1	15.50
03/22/07	Work on draft Complaint; review transaction documents.	BEZ	0.4	140.00
03/22/07	Review of documents from Deutsche Bank including Volume I of Seller's Guide and applicable repurchase sections; telephone conference with BEZ regarding repurchase obligations and loan types; review of repurchase demands sent by Deutsche Bank; review of draft complaint for bulk sellers	KFC	0.2	70.00

Invoice Number: 54915

Page 2

03/26/07	Draft model Complaint for correspondent lenders; review documents relating to same.	BEZ	0.4	140.00
03/27/07	Office conference with JPD regarding outstanding documents needed from client; prepare email to Mr. Paolini regarding same.	BEZ	0.1	35.00
03/28/07	Draft outline of documents we have and need; prepare for and attend conference call with client; draft email to Mr. Lopena regarding same.	BEZ	0.3	105.00
03/28/07	Review of outline for conference call regarding issues and outstanding documents; revised same; emails with BEZ regarding same; conference call with RFH, JPD, BEZ and Jay Strauss, Steve Paolini and Robert Lopena; office conference with BEZ, JPD, RFH regarding repurchase demands.	KFC	0.2	70.00
03/30/07	Email from Mr. Lopena regarding documents; emails with DG regarding same; emails with KFC regarding same; email to KFC and JSK regarding status.	BEZ	0.2	70.00
04/04/07	Team emails regarding materials received to date; draft chart detailing what materials received for each lender; office and phone conferences with MHM, BEZ and JNN regarding same.	JSK	0.3	90.00
04/04/07	Telephone conference and emails with JSK regarding chart for commitment letters and other information per lender; review of all documentation collected to date and determined what is still needed; email to JPD, RFH, BEZ and JSK regarding same.	KFC	0.2	70.00
04/05/07	Telephone conference with JPD regarding status of information gathering for repurchase demands and complaint; drafted email to Robert Lopena regarding same.	KFC	0.1	35.00
04/09/07	Office conference with JPD and KFC regarding status and outstanding documents; draft email to Mr. Lopena; revise demand letters.	BEZ	0.2	70.00
04/09/07	Telephone conference with JPD and BEZ regarding status of litigations for all lenders; reviewed all repurchase schedules; reviewed seller loan purchase agreements regarding demand requirements;	KFC	0.3	105.00
04/10/07	Review Commitment letters for notice provisions.	BEZ	0.2	70.00
04/11/07	Telephone conference with JPD and BEZ regarding demand letters for various sellers and other matters; review of additional commitment letters and schedules; review of repurchase schedules; email to Bob Lopena regarding same; email to Kelli Stenstrom regarding amendments to Seller Guide.	KFC	0.2	70.00
04/12/07	Email with client.	JPD	0.2	80.00
04/12/07	Reviewed all amendments to Volume 1 of Seller Guide; reviewed purchase dates for all loans; office conferences with JPD and BEZ regarding demands and complaints.	KFC	0.1	35.00
04/18/07	Work to obtain and review seller's files; emails with Deutsche Bank; meet with TPW team.	JPD	0.1	40.00

Invoice Number: 54915

Page 3

04/19/07	Work to obtain and review seller's files; emails with Deutsche Bank; meet with TPW team.	JPD	0.2	80.00
04/20/07	Work to obtain and review agreements and loan files; meet with BEZ, KFC and JSK.	JPD	0.2	80.00
04/20/07	Searching for, scanning, and sending doc.'s to litigation team.	RSL	1.3	201.50
04/23/07	Review loan files; update lender spreadsheet accordingly.	JNN	0.2	35.00
04/23/07	Review documents; team meetings.	JPD	0.2	80.00
04/24/07	Review the various commitment letters; fact investigation; create list related to paragraph 2C regarding same.	JNN	0.1	17.50
04/24/07	Review the various commitment letters; fact investigation; create list related to paragraph 2C regarding same.	JNN	0.1	17.50
04/25/07	Work on letters; emails.	JPD	0.2	80.00
04/25/07	Preparing demand letter and complaint; multiple emails and meetings with team; multiple phone calls with JSK.	MHM	2.3	575.00
04/26/07	Office conference regarding documents.	BEZ	0.3	105.00
04/26/07	Finalize Demand Letter.	JNN	0.1	17.50
04/26/07	Demand letter issues; team meeting.	JPD	0.2	80.00
04/26/07	Revised repurchase schedule; reviewed and revised repurchase demand letter.	KFC	0.6	210.00
04/26/07	Finish drafting complaint.	MHM	0.4	100.00
04/27/07	Revise demand letters; team meetings; emails with client.	JPD	0.3	120.00
04/27/07	Review and revise draft complaint.	KFC	0.9	315.00
04/27/07	Review and finalize demand letter.	MHM	0.5	125.00
04/30/07	Telephone conference with Mr. Strauss, Mr. Lopena and Mr. Paolini regarding cases; telephone conference with Mr. Paolini.	JPD	0.6	240.00
05/01/07	Work on demand letters and complaints.	JPD	0.3	120.00
05/02/07	Email with Mr. Strauss; follow up regarding demand letters.	JPD	0.2	80.00
05/03/07	Finalizing / sending repurchase demand.	MHM	0.1	25.00
05/07/07	Work on complaints; meet with MHM; telephone conference with KFC.	JPD	0.3	120.00
05/08/07	Review recently received lenders' documents; work on list of commitment letters.	JNN	0.1	17.50
05/22/07	Revise complaints; telephone conference with KFC; team emails; updated chart; emails with Mr. Lopena and Ms. Stenstrom.	JPD	0.2	80.00

Invoice Number: 54915

Page 4

05/23/07	Revise complaints; emails and telephone conference with Ms. Stenstrom; emails with Mr. Lopena; review email notifications.	JPD	0.3	120.00
05/24/07	Prepare Complaint for filing.	BEZ	0.5	175.00
05/24/07	Oversee preparation of complaints; telephone conference with Ms. Stenstrom; emails with DBSP; meet with BEZ, JSK and MHM; revise complaints; emails with Mr. Lopena; telephone conference with Mr. Lopena; email to Mr. Commaroto.	JPD	0.4	160.00
05/24/07	Revise complaint for filing; assemble complaint and exhibits for filing.	JSK	0.3	90.00
05/24/07	Final preparation in filing of complaint.	MHM	0.2	50.00
05/25/07	Finalize Complaint; supervise filing of same.	BEZ	0.5	175.00
05/25/07	Oversee filing of complaint; meet with BEZ and JSK; telephone conference with Ms. Stenstrom; emails with DBSP.	JPD	0.5	200.00
05/25/07	Prepare complaint for filing.	JSK	0.2	60.00
05/25/07	Preparing exhibits for filing.	MHM	0.2	50.00
05/29/07	Office conferences with MHM and JTH regarding service and filing issues.	BEZ	0.2	70.00
05/29/07	Gather and locate documents; meet with JTH regarding same; file documents accordingly.	JNN	0.2	35.00
05/29/07	Follow up regarding filing and service of complaints; emails with Ms. Stenstrom.	JPD	0.2	80.00
05/30/07	Finalize documents for service of process.	JNN	0.3	52.50
05/30/07	Follow up regarding service of process and related issues; meet with BEZ; oversee CD to client; emails with Ms. Stenstrom; handle Bloomberg news issues with Ms. Stenstrom and Ted Meyer at Deutsche Bank; emails regarding the same.	JPD	0.2	80.00
05/31/07	Follow up regarding filing and service; letter to Ms. Stenstrom.	JPD	0.1	40.00
Total Hours			20.9	
Total Fees				\$ 6,744.50
Disbursements Posted				
Allstate Car Service			40.80	
Duplicating			6.38	
Federal Express			11.80	
Local Transportation			41.56	
Miscellaneous Filing Fee			350.00	
Overtime & Related Expense			22.06	
Total Disbursements				\$ 472.60

Invoice Number: 54915

Page 5

	TOTAL AMOUNT DUE		\$ <u>7,217.10</u>
RFH 17988-00645			

Invoice Number: 54915

Page 6

<u>Attorney Summary</u>				
<u>Attorney</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>	
Partner				
(JPD) Doherty, John P.	6.6	400.00	2,640.00	
Associate				
(KFC) Cunningham, Kerry F.	2.8	350.00	980.00	
(LAH) Herbert, Lisa A.	0.3	300.00	90.00	
(JSK) Kozar, Jennifer S.	1.0	300.00	300.00	
(MHM) Mulhearn, Mary H.	3.7	250.00	925.00	
(BEZ) Zahner, Brendan E.	4.0	350.00	1,400.00	
Legal Assistant				
(RSL) Longworth, Robert S.	1.3	155.00	201.50	
(JNN) Novikov-Carles, Jackeline N.	1.1	175.00	192.50	
(SS) Sobhan, Siham	0.1	155.00	15.50	
	20.9			
Total Fees			\$	6,744.50
Total Disbursements			\$	472.60
TOTAL AMOUNT DUE			\$	7,217.10
RFH				
17988-00645				

Thacher Proffitt

Thacher Proffitt & Wood LLP

REMITTANCE COPY

Deutsche Bank Securities, Inc.
60 Wall Street
New York, NY 10005

Attn: Jay Strauss Esq.

PLEASE REMIT PAYMENT BY WIRE TO:

Citibank, N.A.
(ABA No. 021000089)
For the Account of:
Thacher Proffitt & Wood LLP
Account No. 37562867
Reference: RFH 17988-00645

Invoice Number **57621**

July 24, 2007

FEDERAL ID NO. 13-5612353

	<p>FOR PROFESSIONAL SERVICES rendered and disbursements posted through June 30, 2007 with respect to Baltimore America, our services including:</p> <p style="text-align: right;">Total Fees</p> <p style="text-align: right;">Total Disbursements</p> <p style="text-align: right;">TOTAL AMOUNT DUE</p> <p>RFH 17988-00645</p>		<p style="text-align: right;">\$ 967.50</p> <p style="text-align: right;">\$ <u>295.75</u></p> <p style="text-align: right;">\$ <u>1,263.25</u></p>
--	--	--	---

Thacher Proffitt

Thacher Proffitt & Wood LLP

Deutsche Bank Securities, Inc.
60 Wall Street
New York, NY 10005

Attn: Jay Strauss Esq.

PLEASE REMIT PAYMENT BY WIRE TO:

Citibank, N.A.
(ABA No. 021000089)
For the Account of:
Thacher Proffitt & Wood LLP
Account No. 37562867
Reference: RFH 17988-00645

Invoice Number 57621

July 24, 2007

FEDERAL ID NO. 13-5612353

FOR PROFESSIONAL SERVICES rendered and disbursements posted through June 30, 2007 with respect to Baltimore America, our services including:				
<u>Date</u>	<u>Services</u>	<u>Atty.</u>	<u>Hours</u>	<u>Value</u>
05/07/07	Office conferences with MHM and BEZ in preparation for filing of complaint; office conference with JNN regarding same; draft emails to MM regarding same.	JSK	1.9	475.00
06/01/07	Emails with Ms. Stenstrom and Mr. Ted Meyer at DBSP; emails with Bloomberg.	JPD	0.1	40.00
06/08/07	Meet with team; litigation issues; status email.	JPD	0.1	40.00
06/11/07	Status email; meet with BEZ and KFC; outline strategy; review court notices.	JPD	0.1	40.00
06/12/07	Emails with DBSP.	JPD	0.1	40.00
06/14/07	Review complaint; include claim damages amount to total sum.	JNN	0.1	17.50
06/14/07	Court status; status emails with DBSP.	JPD	0.1	40.00
06/19/07	Office conference with JPD, KFC and JSK regarding status and handling.	BEZ	0.1	35.00
06/19/07	Meet with TPW team; status email.	JPD	0.1	40.00
06/19/07	Office conference with JPD, KFC and BEZ regarding status of litigation.	JSK	0.1	25.00
06/19/07	Conference with JPD, BEZ, and JSK regarding strategy and status.	KFC	0.1	35.00
06/21/07	Filed original Summons with Affidavit of Service in SDNY.	JEW	0.8	60.00
06/25/07	Status meeting; emails to DBSP regarding all matters.	JPD	0.1	40.00

Invoice Number: 57621

Page 2

06/26/07	Status email.	JPD	0.1	40.00
	Total Hours		3.9	
	Total Fees			\$ 967.50
	Disbursements Posted			
	Outside Duplicating		20.75	
	Process Service		<u>275.00</u>	
	Total Disbursements			\$ <u>295.75</u>
	TOTAL AMOUNT DUE			\$ <u>1,263.25</u>
	RFH			
	17988-00645			

Invoice Number: 57621

Page 3

<u>Attorney Summary</u>		<u>Hours</u>	<u>Rate</u>	<u>Total</u>
<u>Attorney</u>				
Partner				
(JPD) Doherty, John P.		0.8	400.00	320.00
Associate				
(KFC) Cunningham, Kerry F.		0.1	350.00	35.00
(JSK) Kozar, Jennifer S.		2.0	250.00	500.00
(BEZ) Zahner, Brendan E.		0.1	350.00	35.00
Legal Assistant				
(JNN) Novikov-Carles, Jackeline N.		0.1	175.00	17.50
Administrative				
(JEW) Wilson, Jonathan E.		0.8	75.00	60.00
		<u>3.9</u>		
	Total Fees			\$ 967.50
	Total Disbursements			\$ <u>295.75</u>
	TOTAL AMOUNT DUE			\$ <u>1,263.25</u>
RFH				
17988-00645				

**Thacher
Proffitt**

Thacher Proffitt & Wood LLP

REMITTANCE COPY

Deutsche Bank Securities, Inc.
60 Wall Street
New York, NY 10005

Attn: Jay Strauss Esq.

Invoice Number 63584

PLEASE REMIT PAYMENT BY WIRE TO:

Citibank, N.A.
(ABA No. 021000089)
For the Account of:
Thacher Proffitt & Wood LLP
Account No. 37562867
Reference: RFH 17988-00645

August 28, 2007

FEDERAL ID NO. 13-5612353

	<p>FOR PROFESSIONAL SERVICES rendered and disbursements posted through July 31, 2007 with respect to Baltimore America, our services including:</p> <p style="text-align: right;">Total Fees</p> <p style="text-align: right;">Total Disbursements</p> <p style="text-align: right;">TOTAL AMOUNT DUE</p> <p>RFH 17988-00645</p>		<p style="text-align: right;">\$ 4,170.00</p> <p style="text-align: right;">\$ <u>1.89</u></p> <p style="text-align: right;">\$ <u>4,171.89</u></p>
--	--	--	---

Thacher Proffitt

Thacher Proffitt & Wood LLP

Deutsche Bank Securities, Inc.
60 Wall Street
New York, NY 10005

Attn: Jay Strauss Esq.

PLEASE REMIT PAYMENT BY WIRE TO:

Citibank, N.A.
(ABA No. 021000089)
For the Account of:
Thacher Proffitt & Wood LLP
Account No. 37562867
Reference: RFH 17988-00645

Invoice Number 63584

August 28, 2007

FEDERAL ID NO. 13-5612353

FOR PROFESSIONAL SERVICES rendered and disbursements posted through July 31, 2007 with respect to Baltimore America, our services including:				
<u>Date</u>	<u>Services</u>	<u>Atty.</u>	<u>Hours</u>	<u>Value</u>
07/02/07	Review pleadings; locate and gather the Notice of Initial Pretrial Conference; prepare letter enclosing same; serve accordingly; arrange for docketing; file accordingly.	JNN	0.7	122.50
07/02/07	Meet with team; status.	JPD	0.1	40.00
07/02/07	Conference with JDP, BEZ and MM regarding status, draft email to DBSP.	KFC	0.1	35.00
07/03/07	Telephone conference with Warren Wyndshaw, counsel for Baltimore, regarding adjournment; office conference with JPD regarding same.	BEZ	0.3	105.00
07/03/07	Prepare Affidavit of Service related to the Notice of Initial Pretrial Conference; arrange for public notarization regarding same.	JNN	0.3	52.50
07/03/07	Emails with BEZ; follow up.	JPD	0.1	40.00
07/11/07	Inquiry from defendant's counsel; meet with BEZ; emails.	JPD	0.2	80.00
07/17/07	Review answer.	JPD	0.3	120.00
07/18/07	Review case file; gather and organize documents accordingly.	JNN	0.2	35.00
07/19/07	Meeting with JPD, BEZ, KFC, CAL, LJG regarding DB conference.	BEZ	0.1	35.00
07/19/07	Meeting with JPD, BEZ, KFC, LJG re: DB conference.	CAL	0.1	30.00
07/19/07	Prepare letter to the Honorable Denise Cote enclosing filed complaint.	JNN	0.1	17.50

Invoice Number: 63584

Page 2

07/19/07	Status meeting.	JPD	0.1	40.00
07/19/07	Meeting JPD, BEZ, KFC, CAL, LJG regarding DB Conference.	KFC	0.1	35.00
07/19/07	Meeting with JPD, BEZ, KFC, CAL regarding DB conference; work on rule 26(f) disclosures; send summary of findings to BEZ; telephone conference with BEZ regarding same.	LJG	0.3	75.00
07/20/07	Emails with Warren Wyndshaw regarding conference.	BEZ	0.2	70.00
07/20/07	Drafting program documents in light of comments received on the facility.	CGS	8.0	2,400.00
07/20/07	Hand deliver courtesy copy of the filed complaint to the Honorable Denise Cote.	JNN	0.1	17.50
07/23/07	Arrange adjournment of initial pre-trial conference.	BEZ	0.3	105.00
07/24/07	Draft and revise letter to Judge Cote requesting adjournment; service of pre-trial order.	BEZ	0.5	175.00
07/24/07	Review case files; fact investigation; prepare documents accordingly.	JNN	0.4	70.00
07/25/07	Work on charts and adjournment.	BEZ	0.3	105.00
07/25/07	Prepare letter enclosing Notice of Initial Pretrial Conference; prepare Affidavit of Service regarding same; arrange for public notarization; serve accordingly; work on file pleading log; prepare fax to counsel attaching letter to the Court; case file management.	JNN	1.1	192.50
07/26/07	Review case files; locate, gather and prepare pleading and related documents.	JNN	0.2	35.00
07/27/07	Prepare letter to Deutsche Bank AG New York enclosing pleadings; case file management.	JNN	0.1	17.50
07/31/07	Letter to Judge Cote; work on Rule 26 disclosures; prepare for status conference.	JPD	0.3	120.00
	Total Hours		14.6	
	Total Fees			\$ 4,170.00
	Disbursements Posted			
	Postage Expense		<u>1.89</u>	
	Total Disbursements			\$ <u>1.89</u>
	TOTAL AMOUNT DUE			\$ <u>4,171.89</u>
	RFH 17988-00645			

Invoice Number: 63584

Page 3

<u>Attorney Summary</u>		<u>Hours</u>	<u>Rate</u>	<u>Total</u>
<u>Attorney</u>				
Partner				
(JPD) Doherty, John P.		1.1	400.00	440.00
Associate				
(KFC) Cunningham, Kerry F.		0.2	350.00	70.00
(LJG) Goldberg, Lara J.		0.3	250.00	75.00
(CAL) Lynch, Christopher A.		0.1	300.00	30.00
(CGS) Smith, Christopher G.		8.0	300.00	2,400.00
(BEZ) Zahner, Brendan E.		1.7	350.00	595.00
Legal Assistant				
(JNN) Novikov-Carles, Jackeline N.		3.2	175.00	560.00
		<u>14.6</u>		
Total Fees				\$ 4,170.00
Total Disbursements				\$ 1.89
TOTAL AMOUNT DUE				\$ <u>4,171.89</u>
RFH				- 2,400
I7988-00645				

Total: \$1771.89

Thacher Proffitt

Thacher Proffitt & Wood LLP

REMITTANCE COPY

Deutsche Bank Securities, Inc.
60 Wall Street
New York, NY 10005

Attn: Jay Strauss Esq.

PLEASE REMIT PAYMENT BY WIRE TO:

Citibank, N.A.
(ABA No. 021000089)
For the Account of:
Thacher Proffitt & Wood LLP
Account No. 37562867
Reference: RFH 17988-00645

Invoice Number **63601**

September 28, 2007

FEDERAL ID NO. 13-5612353

	<p>FOR PROFESSIONAL SERVICES rendered and disbursements posted through August 31, 2007 with respect to Baltimore America, our services including:</p> <p style="text-align: right;">Total Fees</p> <p style="text-align: right;">Total Disbursements</p> <p style="text-align: right;">TOTAL AMOUNT DUE</p> <p>RFH 17988-00645</p>		<p style="text-align: right;">\$ 6,000.00</p> <p style="text-align: right;">\$ <u>45.25</u></p> <p style="text-align: right;">\$ <u>6,045.25</u></p>
--	--	--	--

Thacher Proffitt

Thacher Proffitt & Wood LLP

Deutsche Bank Securities, Inc.
60 Wall Street
New York, NY 10005

Attn: Jay Strauss Esq.

PLEASE REMIT PAYMENT BY WIRE TO:

Citibank, N.A.
(ABA No. 021000089)
For the Account of:
Thacher Proffitt & Wood LLP
Account No. 37562867
Reference: RFH 17988-00645

Invoice Number 63601

September 28, 2007

FEDERAL ID NO. 13-6612353

FOR PROFESSIONAL SERVICES rendered and disbursements posted through August 31, 2007 with respect to Baltimore America, our services including:				
<u>Date</u>	<u>Services</u>	<u>Atty.</u>	<u>Hours</u>	<u>Value</u>
07/23/07	Prepare for conference; status.	JPD	0.2	80.00
07/24/07	Discovery issues.	JPD	0.1	40.00
08/01/07	Rule 26 issues; prepare for Court hearing.	JPD	0.2	80.00
08/01/07	Draft scheduling order; office conference with MM regarding same.	LJG	0.3	75.00
08/02/07	Draft proposed scheduling order for conference.	BEZ	0.3	105.00
08/02/07	Draft scheduling order for case before Judge Cote; telephone conference with BEZ regarding same.	LJG	0.3	75.00
08/03/07	DB office conference with JPD, BEZ, KFC, CAL, MHM, JSK, and LJG.	BEZ	0.1	35.00
08/03/07	Prepare for and attend initial pre-trial conference before Judge Cote.	BEZ	0.8	280.00
08/03/07	DB office conference with JPD, BEZ, KFC, MHM, JSK, and LJG.	CAL	0.1	30.00
08/03/07	Prepare for and attend conference before Judge Cote; prepare for same; outline report to client; status meeting with team.	JPD	0.5	200.00
08/03/07	Office conference with BEZ, KFC, MHM, CAL, JSK and LJG.	JPD	0.1	40.00
08/03/07	Deutsche Bank office conference with JPD, BEZ, KFC, CAL, MHM, JSK and LJG.	JSK	0.1	25.00
08/03/07	DB office conference with JPD, BEZ, KFC, CAL, MHM, JSK	KFC	0.1	35.00

Invoice Number: 63601

Page 2

	and LJG.			
08/03/07	Deutsche Bank office conference with JPD, BEZ, KFC, CAL, MHM, JSK, and LJG ; attention to organizing and filing of pertinent documents in preparation for meeting.	LJG	0.3	75.00
08/03/07	Office conference with JPD, BEZ, KFC, CAL, JSK and LJG.	MHM	0.1	25.00
08/06/07	Draft and revise status email.	BEZ	0.4	140.00
08/07/07	Work on Rule 26 and discovery issues; team meetings; Ocwen issues.	JPD	0.2	80.00
08/07/07	Draft model of rule 26 disclosures; email correspondence with BEZ regarding same.	LJG	0.1	25.00
08/09/07	Rule 26 and discovery issues.	JPD	0.2	80.00
08/10/07	Rule 26 and discovery issues.	JPD	0.1	40.00
08/10/07	Work on Rule 26 disclosures.	KFC	0.1	35.00
08/13/07	Deutsche Bank meeting with JPD, KFC, BEZ, CAL, MHM and JTH regarding Rule 26 disclosures and discovery requests.	BEZ	0.2	70.00
08/13/07	Work on discovery requests; Deutsche Bank meeting with JPD, KFC, BEZ, LJG, MHM and JTH regarding Rule 26 disclosures and discovery requests.	CAL	0.4	120.00
08/13/07	Work on requests to admit, interrogatories and document requests; Rule 26 disclosures; Rule 26 disclosures and discovery requests.	JPD	0.6	240.00
08/13/07	Meeting with JPD, BEZ, MHM, LJG, CAL and JTH regarding Rule 26 disclosures and discovery requests.	KFC	0.2	70.00
08/13/07	Deutsche Bank meeting with JPD, KFC, BEZ, CAL, MHM and JTH regarding Rule 26 disclosures and discovery requests.	LJG	0.2	50.00
08/13/07	Update status chart; meeting with KFC and BEZ regarding Rule 26 disclosures and discovery requests.	MHM	0.3	75.00
08/14/07	Message for Mr. Wynshaw regarding conference.	BEZ	0.1	35.00
08/14/07	Work on request for admissions.	CAL	0.5	150.00
08/14/07	Reviewed documents received relating to seller for Rule 26 disclosures; drafted email to Kelli Stenstrom regarding same; review of scheduling order.	KFC	0.3	105.00
08/14/07	Assist in gathering materials in order to draft 26(d) disclosures; emails with team.	MHM	0.1	25.00
08/15/07	Review requests for admissions; office conference with CAL regarding same.	BEZ	0.8	280.00
08/15/07	Work on requests to admit and address other discovery issues; review documents possessed and analyze further documents	CAL	1.5	450.00

Invoice Number: 63601

Page 3

	needed from client; conference with BEZ on form of discovery requests.			
08/15/07	Review case files; locate, gather and prepare documents for CAL.	JNN	0.5	87.50
08/15/07	Work on Rule 26 disclosures; emails with client; telephone conference with Ms. Stenstrom.	JPD	0.4	160.00
08/15/07	Analyze schedule A with regard to servicer information.	MHM	0.1	25.00
08/16/07	Conference with BEZ and MHM regarding discovery, default motions and other matters.	KFC	0.1	35.00
08/16/07	Update status chart; meeting with KFC and BEZ; phone call with KFC.	MHM	0.2	50.00
08/17/07	Work on discovery requests; analyze proof/evidence issues.	CAL	0.5	150.00
08/20/07	Work on discovery requests.	CAL	0.5	150.00
08/20/07	Follow up regarding Rule 26, Ocwen and proof issues.	JPD	0.2	80.00
08/21/07	DB meeting with JPD, KFC, CAL, MHM, JSK and LJG regarding rule 26 disclosures.	CAL	0.1	30.00
08/21/07	Review documents in custody and prepare email inventory of same for JPD discussions with Kelli Stenstrom; prepare outline of proof/documentation issues.	CAL	0.5	150.00
08/21/07	Follow up regarding Rule 26, Ocwen and proof issues.	JPD	0.2	80.00
08/21/07	Meeting with KFC, CAL, MHM, JSK and LJG regarding Rule 26 disclosures.	JPD	0.1	40.00
08/21/07	Conduct research on discovery involving former employees. Review Ocwen servicing agreements. Draft email from K. Stenstrom to Ocwen regarding preservation of documents related to servicing of loans and send to KFC for review.	JSK	0.7	175.00
08/21/07	Deutsche Bank meeting with JPD, KFC, CAL, MHM, JSK and LJG regarding rule 26 disclosures.	JSK	0.1	25.00
08/21/07	DB meeting with JPD, KFC, CAL, MHM, JSK and LJG regarding rule 26 disclosures.	KFC	0.1	35.00
08/21/07	Deutsche Bank meeting with JPD, KFC, CAL, MHM, and JSK regarding rule 26 disclosures.	LJG	0.1	25.00
08/21/07	Meeting with JPD, KFC, CAL, JSK and LJG regarding Rule 26 disclosures.	MHM	0.1	25.00
08/22/07	Conduct research on discovery involving former employees. Office conference with JPD, CAL and MHM.	JSK	0.4	100.00
08/22/07	Prepared email to Kelli Stenstrom regarding rule 26 disclosures and former employees; telephone conference with Kelli Stenstrom, RFH and JPD regarding same.	KFC	0.4	140.00

Invoice Number: 63601

Page 4

08/22/07	Help to prepare Rule 26 statements; meeting with KFC, CAL, JPD and JSK.	MHM	0.2	50.00
08/23/07	Email and phone conference with KFC regarding loans serviced by Ocwen. Review email by J. Yan regarding same.	JSK	0.1	25.00
08/23/07	Email to Jimmy Yan regarding servicing of loans; draft email to Jenny Klitch at Ocwen regarding preservation of documents and information; conference with JSK regarding same; work on Rule 26 disclosures; work on requests to admit.	KFC	0.7	245.00
08/23/07	Revise rule 26 disclosures; email correspondence with KFC regarding same.	LJG	0.3	75.00
08/27/07	Office conference with KFC, MHM and CAL regarding status and handling; telephone conference with Mr. Wynshaw.	BEZ	0.3	105.00
08/27/07	Conference with BEZ, MHM and KFC regarding various issues, including Rule 26 disclosures and discovery.	CAL	0.2	60.00
08/27/07	Review pleading files; locate and e-mail documents accordingly.	JNN	0.1	17.50
08/27/07	Drafted email to Kelli Strenstrom with draft email to loan servicers regarding document retention; revised draft Rule 26 disclosures; conference with BEZ, MHN and CAL regarding various issues, including Rule 26 disclosures and discovery.	KFC	0.5	175.00
08/27/07	Status meeting with KFC, BEZ and CAL.	MHM	0.1	25.00
08/28/07	Telephone conference with Warren Wynshaw, counsel for Baltimore regarding discovery.	BEZ	0.3	105.00
08/28/07	Review of emails from Kelli Strenstrom regarding servicers and retention of documents and emails maintained by Jimmy Yan and Bob Lopena; review of court orders regarding conference call with Magistrate Fox.	KFC	0.2	70.00
08/29/07	emails to loan servicers and Lydian regarding document retention and preservation; continued work on Rule 26 disclosures; email to Kelli Stenstrom attaching same for review.	KFC	0.2	70.00
08/29/07	Status chart update.	MHM	0.1	25.00
08/30/07	Work on discovery requests.	CAL	0.4	120.00
Total Hours			18.9	
Total Fees				\$ 6,000.00
Disbursements Posted				
Duplicating			20.40	
Overtime & Related Expense			<u>24.85</u>	

Invoice Number: **63601**

Page 5

	Total Disbursements		\$ <u>45.25</u>
	TOTAL AMOUNT DUE		\$ <u>6,045.25</u>
RFH 17988-00645			

Invoice Number: 63601

Page 6

<u>Attorney Summary</u>		<u>Hours</u>	<u>Rate</u>	<u>Total</u>
<u>Attorney</u>				
Partner				
(JPD) Doherty, John P.		3.1	400.00	1,240.00
Associate				
(KFC) Cunningham, Kerry F.		2.9	350.00	1,015.00
(LJG) Goldberg, Lara J.		1.6	250.00	400.00
(JSK) Kozar, Jennifer S.		1.4	250.00	350.00
(CAL) Lynch, Christopher A.		4.7	300.00	1,410.00
(MHM) Mulhearn, Mary H.		1.3	250.00	325.00
(BEZ) Zahner, Brendan E.		3.3	350.00	1,155.00
Legal Assistant				
(JNN) Novikov-Carles, Jackeline N.		0.6	175.00	105.00
		<u>18.9</u>		
Total Fees				\$ 6,000.00
Total Disbursements				\$ <u>45.25</u>
TOTAL AMOUNT DUE				\$ <u>6,045.25</u>
RFH				
17988-00645				

Thacher Proffitt

Thacher Proffitt & Wood LLP

REMITTANCE COPY

Deutsche Bank Securities, Inc.
60 Wall Street
New York, NY 10005

Attn: Jay Strauss Esq.

PLEASE REMIT PAYMENT BY WIRE TO:

Citibank, N.A.
(ABA No. 021000089)
For the Account of:
Thacher Proffitt & Wood LLP
Account No. 37562867
Reference: RFH 17988-00645

Invoice Number **63603**

October 15, 2007

FEDERAL ID NO. 13-5812353

	<p>FOR PROFESSIONAL SERVICES rendered and disbursements posted through September 30, 2007 with respect to Baltimore America, our services including:</p> <p style="text-align: right;">Total Fees</p> <p style="text-align: right;">Total Disbursements</p> <p style="text-align: right;">TOTAL AMOUNT DUE</p> <p>RFH 17988-00645</p>		<p style="text-align: right;">\$ 4,183.50</p> <p style="text-align: right;">\$ <u>468.96</u></p> <p style="text-align: right;">\$ <u>4,652.46</u></p>
--	---	--	---

Thacher Proffitt

Thacher Proffitt & Wood LLP

Deutsche Bank Securities, Inc.
60 Wall Street
New York, NY 10005

Attn: Jay Strauss Esq.

PLEASE REMIT PAYMENT BY WIRE TO:

Citibank, N.A.
(ABA No. 021000089)
For the Account of:
Thacher Proffitt & Wood LLP
Account No. 37562867
Reference: RFH 17988-00645

Invoice Number 63603

October 15, 2007

FEDERAL ID NO. 13-5612353

FOR PROFESSIONAL SERVICES rendered and disbursements posted through September 30, 2007 with respect to Baltimore America, our services including:				
<u>Date</u>	<u>Services</u>	<u>Atty.</u>	<u>Hours</u>	<u>Value</u>
09/04/07	DB meeting with JPD, BEZ, KFC, CAL, JSK and LJG regarding follow up on new complaints, Rule 26 disclosures and various discovery issues.	BEZ	0.1	35.00
09/04/07	DB meeting with JPD, BEZ, KFC, JSK and LJG re: follow up on new complaints, Rule 26 disclosures and various discovery issues.	CAL	0.1	30.00
09/04/07	Work on Rule 26 disclosures and requests to admit; emails with DBSP.	JPD	0.2	80.00
09/04/07	DB meeting with JPD, BEZ, KFC, CAL, JSK and LJG re: follow up on new complaints, Rule 26 disclosures and various discovery issues.	JSK	0.1	25.00
09/04/07	DB meeting with JPD, BEZ, KFC, CAL, JSK and LJG re: follow up on new complaints, Rule 26 disclosures and various discovery issues.	KFC	0.1	35.00
09/04/07	Deutsche Bank meeting with JPD, BEZ, KFC, CAL and JSK regarding follow up on new complaints, Rule 26 disclosures and various discovery issues.	LJG	0.1	25.00
09/05/07	Work on Rule 26 disclosures, request to admit interrogatories and document requests; team meetings; review defendant's discovery requests; emails with DBSP.	JPD	0.3	120.00
09/05/07	Draft document requests. Conferences and emails with KFC re: same.	JSK	1.2	300.00
09/05/07	Work on Rule 26 disclosures; multiple emails with Kelli Stenstrom and Bob Lopena re: same; conference with JSK re: same.	KFC	0.3	105.00

Invoice Number: 63603

Page 2

09/06/07	Review and revise document requests, Rule 26 disclosures and requests for admissions; office conferences with JSK and CAL regarding same.	BEZ	0.6	210.00
09/06/07	Revise requests to admit; conference with BEZ and JPD on same.	CAL	0.6	180.00
09/06/07	Work on Rule 26 disclosures, request to admit, interrogatories and document request; team meetings; review defendant's discovery requests.	JPD	0.3	120.00
09/06/07	Draft and revise Rule 26 Disclosures and requests for production. Discuss same with BEZ and CAL.	JSK	1.8	450.00
09/06/07	Process discovery documents for case team review.	JTH	0.3	60.00
09/06/07	Work on Rule 26 disclosures; conference with JSK regarding same; review and revise discovery demands.	KFC	0.3	105.00
09/07/07	Prepare for document production and discovery issues with servicers.	BEZ	0.8	280.00
09/07/07	Make final revisions to discovery papers, prepare papers for service; conference with BEZ and JPD.	CAL	0.4	120.00
09/07/07	Assist B. Zahner with preparation of Affidavit for discovery.	DES	1.0	155.00
09/07/07	Work on Rule 26 disclosures, request to admit, interrogatories and document request; team meetings; review defendant's discovery requests.	JPD	0.3	120.00
09/07/07	Finalize Rule 26 disclosures and requests for production.	JSK	0.4	100.00
09/07/07	Process discovery documents for case team review.	JTH	0.3	60.00
09/10/07	Assist B. Zahner with preparation of Affidavit for discovery.	DES	0.2	31.00
09/10/07	Follow up regarding discovery requests; review defendant's discovery requests.	JPD	0.2	80.00
09/10/07	Update status chart.	MHM	0.1	25.00
09/11/07	Discovery issues.	JPD	0.3	120.00
09/11/07	Load review documents to master database	MEH	0.2	30.00
09/13/07	Case strategy; discovery.	JPD	0.2	80.00
09/14/07	Case strategy; discovery.	JPD	0.2	80.00
09/17/07	Work on discovery and document production issues.	JPD	0.3	120.00
09/17/07	Conference with JPD and BEZ regarding status and discovery	KFC	0.1	35.00
09/18/07	Prepare for meeting.	BEZ	0.1	35.00
09/18/07	Discovery and document production issues.	JPD	0.2	80.00

Invoice Number: 63603

Page 3

09/18/07	Prepare JPD for meeting with Ms. Stenstrom and Mr. Strauss; update all charts; emails with team; meeting with JPD with regard to status.	MHM	0.2	50.00
09/19/07	DB team meeting; status chart update.	MHM	0.1	25.00
09/20/07	Review recently received docketed entries; update corresponding chart regarding same; review recently received lender's documents; case file management.	JNN	0.3	52.50
09/21/07	Preparation for court hearing; discovery issues.	JPD	0.3	120.00
09/21/07	Status emails to Mr. Lopena; emails with JPD.	MHM	0.1	25.00
09/24/07	Telephone conferences with defendant's counsel; office conference with JPD; attend telephonic conference before Magistrate Judge Fox.	BEZ	0.6	210.00
09/24/07	Prepare for telephone hearing with Magistrate Fox; team meetings; emails with opposing counsel; follow up regarding discovery issues.	JPD	0.3	120.00
09/24/07	Update chart and send status email to Mr. Yan regarding same.	MHM	0.2	50.00
09/25/07	Prepare status emails for Ms. Stenstrom; emails with JPD.	MHM	0.1	25.00
09/27/07	Compare loans included in Yan Servicing Chart with loans included in repurchase schedule. Phone conference with KFC re: same. Draft email to JPD re: same.	JSK	0.3	75.00
	Total Hours		14.2	
	Total Fees			\$ 4,183.50
	Disbursements Posted			
	Duplicating		120.30	
	Local Transportation		162.18	
	Outside Duplicating		124.54	
	Overtime & Related Expense		59.95	
	Postage Expense		1.99	
	Total Disbursements			\$ 468.96
	TOTAL AMOUNT DUE			\$ 4,652.46
RFH				
17988-00645				

Invoice Number: 63603

Page 4

<u>Attorney Summary</u>		<u>Hours</u>	<u>Rate</u>	<u>Total</u>
<u>Attorney</u>				
Partner				
(JPD) Doherty, John P.		3.1	400.00	1,240.00
Associate				
(KFC) Cunningham, Kerry F.		0.8	350.00	280.00
(LJG) Goldberg, Lara J.		0.1	250.00	25.00
(JSK) Kozar, Jennifer S.		3.8	250.00	950.00
(CAL) Lynch, Christopher A.		1.1	300.00	330.00
(MHM) Mulhearn, Mary H.		0.8	250.00	200.00
(BEZ) Zahner, Brendan E.		2.2	350.00	770.00
Legal Assistant				
(JNN) Novikov-Carles, Jackeline N.		0.3	175.00	52.50
(DES) Scalia, Domenique E.		1.2	155.00	186.00
Administrative				
(MEH) Hester, Matthew E.		0.2	150.00	30.00
(JTH) Hogan, John T.		0.6	200.00	120.00
		<u>14.2</u>		
Total Fees				\$ 4,183.50
Total Disbursements				\$ <u>468.96</u>
TOTAL AMOUNT DUE				\$ <u>4,652.46</u>
RFH				
17988-00645				

Thacher Proffitt

Thacher Proffitt & Wood LLP

REMITTANCE COPY

Deutsche Bank Securities, Inc.
60 Wall Street
New York, NY 10005

Attn: Jay Strauss Esq.

PLEASE REMIT PAYMENT BY WIRE TO:

Citibank, N.A.
(ABA No. 021000089)
For the Account of:
Thacher Proffitt & Wood LLP
Account No. 37562867
Reference: RFH 17988-00645

Invoice Number 61835

November 12, 2007

FEDERAL ID NO. 13-6612353

	<p>FOR PROFESSIONAL SERVICES rendered and disbursements posted through October 31, 2007 with respect to Baltimore America, our services including:</p> <p style="text-align: right;">Total Fees</p> <p style="text-align: right;">Total Disbursements</p> <p style="text-align: right;">TOTAL AMOUNT DUE</p> <p>RFH 17988-00645</p>		<p style="text-align: right;">\$ 4,997.50</p> <p style="text-align: right;">\$ <u>0.15</u></p> <p style="text-align: right;">\$ <u>4,997.65</u></p>
--	---	--	---

Thacher Proffitt

Thacher Proffitt & Wood LLP

Deutsche Bank Securities, Inc.
60 Wall Street
New York, NY 10005

Attn: Jay Strauss Esq.

PLEASE REMIT PAYMENT BY WIRE TO:

Citibank, N.A.
(ABA No. 021000089)
For the Account of:
Thacher Proffitt & Wood LLP
Account No. 37562867
Reference: RFH 17988-00645

Invoice Number 61835

November 12, 2007

FEDERAL ID NO. 13-5612353

FOR PROFESSIONAL SERVICES rendered and disbursements posted through October 31, 2007 with respect to Baltimore America, our services including:				
<u>Date</u>	<u>Services</u>	<u>Atty.</u>	<u>Hours</u>	<u>Value</u>
10/04/07	Prepare for mediations.	JPD	0.2	80.00
10/04/07	Review Ocwen, Saxon, Countrywide, Wells Fargo and GMAC servicing agreements for provisions pertaining to indemnification and servicers as deposition witnesses. Draft email to KFC summarizing findings of same.	JSK	0.4	100.00
10/05/07	Draft/revise protective order.	CAL	0.4	120.00
10/05/07	Document production issues.	JPD	0.2	80.00
10/08/07	Email with opposing counsel regarding settlement conference.	BEZ	0.3	105.00
10/09/07	Emails with opposing counsel.	JPD	0.1	40.00
10/09/07	Work on document production and deposition issues.	JPD	0.2	80.00
10/10/07	Emails with opposing counsel.	JPD	0.1	40.00
10/10/07	Work on document production and deposition issues.	JPD	0.2	80.00
10/11/07	DB meeting with BEZ, JPD, JSK and KFC.	BEZ	0.1	35.00
10/11/07	Review securitization documents regarding basis for claims.	CAL	0.2	60.00
10/11/07	Deutsche Bank meeting with BEZ, JPD, JSK and KFC.	CAL	0.1	30.00
10/11/07	Discovery issues.	JPD	0.3	120.00
10/11/07	DB meeting with BEZ, JPD, JSK and KFC.	JSK	0.1	25.00
10/11/07	Review all servicing agreements for provisions relating to DBSP's	JSK	0.3	75.00

Invoice Number: 61835

Page 2

	right to received documents from servicers upon request. Draft summary email re: same.			
10/11/07	DB meeting BEZ, JPD, JSK and KFC.	KFC	0.1	35.00
10/12/07	Discovery issues.	JPD	0.2	80.00
10/15/07	Settlement issues.	JPD	0.2	80.00
10/18/07	Update status chart; emails with JNN.	MHM	0.1	25.00
10/19/07	Email to opposing counsel regarding overdue discovery responses.	BEZ	0.3	105.00
10/19/07	Status conference with BEZ re: discovery. Review discovery file.	JSK	0.2	50.00
10/19/07	Prepare status email to DB; meet with BEZ regarding same.	MHM	0.1	25.00
10/22/07	Analyze sale of loans and impact on standing of DBSP; office conference with SOF and LAC regarding same.	BEZ	0.4	140.00
10/24/07	Review Baltimore's responses to Plaintiff's request to admit.	CAL	0.2	60.00
10/24/07	Emails with DBSP.	JPD	0.2	80.00
10/24/07	Review Baltimore America's First Set for Admissions.	MHM	0.2	50.00
10/26/07	Office conference with JSK regarding mediation statement.	BEZ	0.3	105.00
10/28/07	Draft mediation statement.	JSK	1.8	450.00
10/29/07	DB meeting with JPD, MHM and JSK regarding mediation statements and various discovery issues.	BEZ	0.2	70.00
10/29/07	Review responses to requests for admissions and email to team regarding same.	BEZ	0.5	175.00
10/29/07	Review and revise email to DBSP.	BEZ	0.1	35.00
10/29/07	Review Baltimore responses to discovery request.	CAL	0.2	60.00
10/29/07	Review recently received pleading; update lenders' spreadsheet accordingly.	JNN	0.1	17.50
10/29/07	Work on mediation statements.	JPD	0.1	40.00
10/29/07	Discovery and document production issues.	JPD	0.1	40.00
10/29/07	Review Baltimore's discovery responses.	JPD	0.4	160.00
10/29/07	Review MJ Fox's requirements for mediation statements. Draft and review mediation statement. Office conferences with BEZ re: same.	JSK	3.8	950.00
10/29/07	Team meeting with JPD, BEZ, MHM and JSK re: mediation statements and various discovery issues.	JSK	0.2	50.00
10/29/07	Status meeting with JPD, JSK and BEZ; comprehensive status	MHM	0.4	100.00

Invoice Number: 61835

Page 3

	update and emails regarding same.			
10/30/07	Review servicing agreements for indemnity issues and information required to be given to DBSP.	BEZ	0.5	175.00
10/30/07	Draft and revise status email; office conference with JPD regarding same.	BEZ	0.2	70.00
10/30/07	Work on mediation statements.	JPD	0.1	40.00
10/30/07	Discovery and document production issues.	JPD	0.1	40.00
10/30/07	Office conference with BEZ re: discovery. Review emails re: status of case.	JSK	0.1	25.00
10/30/07	Status meetings with JPD and BEZ; organize / develop extranet.	MHM	0.2	50.00
10/31/07	Review servicing agreements for indemnity and cooperation provisions.	BEZ	0.5	175.00
10/31/07	Update the extranet.	JNN	0.2	35.00
10/31/07	Work on mediation statement and mediation issues.	JPD	0.2	80.00
10/31/07	Review request to admit response.	JPD	0.2	80.00
10/31/07	Revise mediation statement. Discuss same with BEZ.	JSK	0.7	175.00
	Total Hours		16.6	
	Total Fees			\$ 4,997.50
	Disbursements Posted			
	Telephone		<u>0.15</u>	
	Total Disbursements			\$ <u>0.15</u>
	TOTAL AMOUNT DUE			\$ <u>4,997.65</u>
	RFH 17988-00645			

Invoice Number: 61835

Page 4

<u>Attorney Summary</u>		<u>Hours</u>	<u>Rate</u>	<u>Total</u>
<u>Attorney</u>				
Partner				
(JPD) Doherty, John P.		3.1	400.00	1,240.00
Associate				
(KFC) Cunningham, Kerry F.		0.1	350.00	35.00
(JSK) Kozar, Jennifer S.		7.6	250.00	1,900.00
(CAL) Lynch, Christopher A.		1.1	300.00	330.00
(MHM) Mulhearn, Mary H.		1.0	250.00	250.00
(BEZ) Zahner, Brendan E.		3.4	350.00	1,190.00
Legal Assistant				
(JNN) Novikov-Carles, Jackeline N.		0.3	175.00	52.50
		<u>16.6</u>		
Total Fees				\$ 4,997.50
Total Disbursements				\$ <u>0.15</u>
TOTAL AMOUNT DUE				\$ <u>4,997.65</u>
RFH				
17988-00645				

Thacher Proffitt

Thacher Proffitt & Wood LLP

REMITTANCE COPY

Deutsche Bank Securities, Inc.
60 Wall Street
New York, NY 10005

Attn: Jay Strauss Esq.

PLEASE REMIT PAYMENT BY WIRE TO:

Citibank, N.A.
(ABA No. 021000089)
For the Account of:
Thacher Proffitt & Wood LLP
Account No. 37562867
Reference: RFH 17988-00645

Invoice Number **63411**

December 17, 2007

FEDERAL ID NO. 13-5812353

	<p>FOR PROFESSIONAL SERVICES rendered and disbursements posted through November 30, 2007 with respect to Baltimore America, our services including:</p> <p style="text-align: right;">Total Fees</p> <p style="text-align: right;">Total Disbursements</p> <p style="text-align: right;">TOTAL AMOUNT DUE</p> <p>RFH 17988-00645</p>		<p style="text-align: right;">\$ 5,110.00</p> <p style="text-align: right;">\$ <u>109.57</u></p> <p style="text-align: right;">\$ <u>5,219.57</u></p>
--	--	--	---

Thacher Proffitt

Thacher Proffitt & Wood LLP

Deutsche Bank Securities, Inc.
60 Wall Street
New York, NY 10005

Attn: Jay Strauss Esq.

PLEASE REMIT PAYMENT BY WIRE TO:

Citibank, N.A.
(ABA No. 021000089)
For the Account of:
Thacher Proffitt & Wood LLP
Account No. 37562867
Reference: RFH 17988-00645

Invoice Number **63411**

December 17, 2007

FEDERAL ID NO. 13-5812353

FOR PROFESSIONAL SERVICES rendered and disbursements posted through November 30, 2007 with respect to Baltimore America, our services including:			
<u>Date</u>	<u>Services</u>	<u>Atty.</u>	<u>Hours</u>
11/01/07	Prepare for mediation.	BEZ	0.2
11/01/07	Research standing issue.	BEZ	0.4
11/01/07	Review MLPA and Pooling and Servicing Agreement regarding the standing of DBSP.	BEZ	0.5
11/02/07	Revise mediation statement and office conference with JPD regarding same.	BEZ	2.4
11/02/07	Draft email regarding settlement discussions.	BEZ	0.7
11/02/07	Prepare for mediations.	JPD	0.1
11/02/07	Email to DBSP regarding mediation and mediation statements.	JPD	0.2
11/02/07	Email to Ms. Stenstrom regarding discovery responses and service subpoena issues.	JPD	0.2
11/06/07	Mediation issues.	JPD	0.3
11/07/07	Telephone conferences and emails with opposing counsel regarding settlement and email to team regarding same.	BEZ	0.5
11/07/07	Email to DB regarding settlement.	BEZ	0.3
11/08/07	Review and revise mediation statement.	BEZ	0.9
11/08/07	Office conference with JSK regarding mediation statement.	BEZ	0.3
11/08/07	Revise mediation statement and send to MJ Fox.	JSK	1.7

Invoice Number: 63411

Page 2

11/09/07	Revise letters to Court.	JPD	0.4	
11/09/07	Meet with JSK regarding mediation.	JPD	0.2	
11/09/07	Call to MJ Fox's chambers re: same.	JSK	0.2	
11/09/07	Draft letter to court requesting adjournment of settlement conference.	JSK	0.9	
11/09/07	Office conferences with JPD re: same.	JSK	0.1	
11/09/07	Prepare binder for settlement conference.	JSK	1.4	
11/12/07	Call with Scott Datama regarding potential purchase of loans.	CAL	0.3	
11/12/07	Emails with Ms. Stenstrom.	JPD	0.1	
11/12/07	Mediation issues.	JPD	0.3	
11/12/07	Emails with BEZ re: request for adjournment.	JSK	0.2	
11/13/07	Office conference with JPD and CAL regarding status and settlement.	BEZ	0.2	
11/13/07	Office conference with JPD and CAL regarding status and settlement.	BEZ	0.2	
11/13/07	Mediation issues.	JPD	1.0	
11/13/07	Review order adjourning settlement conference.	JSK	0.1	
11/13/07	Emails with JPD and BEZ re: mediation.	JSK	0.3	
11/13/07	Phone conferences with MJ Fox's clerk and opposing counsel re: adjournment of settlement conference.	JSK	0.9	
11/13/07	Meeting with team in prep for telephone conference with DB.	MHM	0.1	
11/20/07	Call and email with Scott Datama (prospective purchaser of loans) regarding his interest, due diligence and introduction letter.	CAL	0.3	
11/26/07	Receive document production from Baltimore.	MHM	0.1	
	Total Hours		16.0	
	Total Fees			\$ 5,110.00
	Disbursements Posted			
	Duplicating		1.50	
	Facsimile		19.00	
	Local Transportation		56.10	
	Overtime & Related Expense		30.49	
	Telephone		2.48	
	Total Disbursements			\$ 109.57

Invoice Number: 63411

Page 3

	TOTAL AMOUNT DUE		\$ <u>5,219.57</u>
	RFH 17988-00645		

Invoice Number: 63411

Page 4

<u>Attorney Summary</u>		<u>Hours</u>	<u>Rate</u>	<u>Total</u>
<u>Attorney</u>				
Partner				
(JPD) Doherty, John P.		2.8	400.00	1,120.00
Associate				
(JSK) Kozar, Jennifer S.		5.8	250.00	1,450.00
(CAL) Lynch, Christopher A.		0.6	300.00	180.00
(MHM) Mulhearn, Mary H.		0.2	250.00	50.00
(BEZ) Zahner, Brendan E.		6.6	350.00	2,310.00
		<u>16.0</u>		
Total Fees				\$ 5,110.00
Total Disbursements				\$ <u>109.57</u>
TOTAL AMOUNT DUE				\$ <u>5,219.57</u>
RFH				
17988-00645				

Thacher Proffitt

Thacher Proffitt & Wood LLP

REMITTANCE COPY

Deutsche Bank Securities, Inc.
60 Wall Street
New York, NY 10005

Attn: Jay Strauss Esq.

PLEASE REMIT PAYMENT BY WIRE TO:

Citibank, N.A.
(ABA No. 021000089)
For the Account of:
Thacher Proffitt & Wood LLP
Account No. 37562867
Reference: RFH 17988-00645

Invoice Number 65097

January 24, 2008

FEDERAL ID NO. 13-5612353

	<p>FOR PROFESSIONAL SERVICES rendered and disbursements posted through December 31, 2007 with respect to Baltimore America, our services including:</p> <p style="text-align: right;">Total Fees</p> <p style="text-align: right;">Total Disbursements</p> <p style="text-align: right;">TOTAL AMOUNT DUE</p> <p>RFH 17988-00645</p>		<p style="text-align: right;">\$ 2,693.50</p> <p style="text-align: right;">\$ <u>18.55</u></p> <p style="text-align: right;">\$ <u>2,712.05</u></p>
--	--	--	--

Thacher Proffitt

Thacher Proffitt & Wood LLP

Deutsche Bank Securities, Inc.
60 Wall Street
New York, NY 10005

Attn: Jay Strauss Esq.

PLEASE REMIT PAYMENT BY WIRE TO:

Citibank, N.A.
(ABA No. 021000089)
For the Account of:
Thacher Proffitt & Wood LLP
Account No. 37562867
Reference: RFH 17988-00645

Invoice Number 65097

January 24, 2008

FEDERAL ID NO. 13-5612353

FOR PROFESSIONAL SERVICES rendered and disbursements posted through December 31, 2007 with respect to Baltimore America, our services including:			
<u>Date</u>	<u>Services</u>	<u>Atty.</u>	<u>Hours</u>
12/03/07	Email to Scott Datama regarding letter of introduction.	CAL	0.1
12/04/07	Email Jennifer McGuiness regarding Baltimore mediation.	CAL	0.1
12/04/07	Mediation preparation.	JPD	0.3
12/04/07	Process documents for case team review. Assist case team in document review.	JTH	1.5
12/05/07	Review documents; update lenders' spreadsheet and case extranet accordingly.	JNN	0.3
12/06/07	Call to Scott Datama regarding his possible purchase of loans.	CAL	0.1
12/06/07	Gather and download case law and statutes.	DES	0.7
12/06/07	Prepare for Baltimore mediation.	JPD	0.2
12/06/07	Review and finalize mediation statement	JPD	0.2
12/07/07	Emails/ call to Warren Wynshaw (defense counsel) regarding procedures for mediation.	CAL	0.3
12/07/07	Prepare for mediation.	JPD	0.4
12/07/07	Gather, review and discuss with JPD important documents for mediation.	JSK	0.6
12/08/07	Review defendant's document production in advance of mediation.	CAL	0.2
12/08/07	Emails with Baltimore's counsel and CAL.	JPD	0.2

Invoice Number: 65097

Page 2

12/08/07	Review loan spreadsheet.	JPD	0.1	
12/10/07	Email JPD information regarding loan purchaser.	CAL	0.1	
12/10/07	Prepare for and attend mediation.	JPD	3.0	
12/12/07	Update the Lenders' spreadsheet and the case extranet.	JNN	0.3	
	Total Hours		8.7	
	Total Fees			\$ 2,693.50
	Disbursements Posted			
	Duplicating		1.50	
	Facsimile		16.00	
	Telephone		<u>1.05</u>	
	Total Disbursements			\$ <u>18.55</u>
	TOTAL AMOUNT DUE			\$ <u>2,712.05</u>
	RFH 17988-00645			

Invoice Number: 65097

Page 3

<u>Attorney Summary</u>		<u>Hours</u>	<u>Rate</u>	<u>Total</u>
<u>Attorney</u>				
Partner				
(JPD) Doherty, John P.		4.4	400.00	1,760.00
Associate				
(JSK) Kozar, Jennifer S.		0.6	250.00	150.00
(CAL) Lynch, Christopher A.		0.9	300.00	270.00
Legal Assistant				
(JNN) Novikov-Carles, Jackeline N.		0.6	175.00	105.00
(DES) Scalia, Domenique E.		0.7	155.00	108.50
Administrative				
(JTH) Hogan, John T.		1.5	200.00	300.00
		<u>8.7</u>		
Total Fees				\$ 2,693.50
Total Disbursements				\$ <u>18.55</u>
TOTAL AMOUNT DUE				\$ <u>2,712.05</u>
RFH				
17988-00645				

Thacher Proffitt

Thacher Proffitt & Wood LLP

REMITTANCE COPY

Deutsche Bank Securities, Inc.
60 Wall Street
New York, NY 10005

Attn: Jay Strauss Esq.

PLEASE REMIT PAYMENT BY WIRE TO:

Citibank, N.A.
(ABA No. 021000089)
For the Account of:
Thacher Proffitt & Wood LLP
Account No. 37562867
Reference: RFH 17988-00645

Invoice Number 65723

February 13, 2008

FEDERAL ID NO. 13-6812353

	<p>FOR PROFESSIONAL SERVICES rendered and disbursements posted through January 31, 2008 with respect to Baltimore America, our services including:</p> <p style="text-align: right;">Total Fees</p> <p style="text-align: right;">TOTAL AMOUNT DUE</p> <p>RFH 17988-00645</p>		<p style="text-align: right;">\$ 832.50</p> <p style="text-align: right;">\$ 832.50</p>
--	---	--	---

Thacher Proffitt

Thacher Proffitt & Wood LLP

Deutsche Bank Securities, Inc.
60 Wall Street
New York, NY 10005

Attn: Jay Strauss Esq.

PLEASE REMIT PAYMENT BY WIRE TO:

Citibank, N.A.
(ABA No. 021000089)
For the Account of:
Thacher Proffitt & Wood LLP
Account No. 37562867
Reference: RFH 17988-00645

Invoice Number 65723

February 13, 2008

FEDERAL ID NO. 13-5812353

FOR PROFESSIONAL SERVICES rendered and disbursements posted through January 31, 2008 with respect to Baltimore America, our services including:			
<u>Date</u>	<u>Services</u>	<u>Atty.</u>	<u>Hours</u>
01/08/08	Telephone conference with CAL regarding status and office conference with JPD and CAL regarding same.	BEZ	0.1
01/08/08	Status issues.	JPD	0.2
01/09/08	Office conference with JPD and CAL regarding discovery	BEZ	0.1
01/09/08	Call with Warren Wynshaw, Baltimore's counsel, regarding counter offer.	CAL	0.2
01/09/08	Meet with Ms. McGuinness.	JPD	0.2
01/10/08	Draft adjournment request and amended scheduling order.	BEZ	0.3
01/10/08	Work on settlement.	JPD	0.2
01/11/08	Revise letter to Judge Cote and office conference with CAL regarding same.	BEZ	0.2
01/11/08	Delivered by hand for Judge Cote to SDNY.	JEW	0.2
01/15/08	Call with defense counsel regarding defendant's counter offer.	CAL	0.1
01/15/08	Review recently received Letter to the Court; file accordingly; update the case extranet regarding same.	JNN	0.2
01/16/08	Call with Warren Wynshaw regarding status of case, potential resolution.	CAL	0.2
01/16/08	Send email to W. Wynshaw re: J. Cote's order.	JSK	0.1

Invoice Number: 65723

Page 2

01/24/08	Status and settlement issues.	JPD	0.1	
01/25/08	Email with Warren Wynshaw regarding financials.	CAL	0.1	
01/28/08	Review recently received notices; update Lenders' Spreadsheet regarding same; update calendar of events in the case extranet accordingly.	JNN	0.3	
	Total Hours		2.8	
	Total Fees			\$ 832.50
	TOTAL AMOUNT DUE			\$ <u>832.50</u>
RFH 17988-00645				

Invoice Number: 65723

Page 3

<u>Attorney Summary</u>		<u>Hours</u>	<u>Rate</u>	<u>Total</u>
<u>Attorney</u>				
Partner				
(JPD) Doherty, John P.		0.7	400.00	280.00
Associate				
(JSK) Kozar, Jennifer S.		0.1	250.00	25.00
(CAL) Lynch, Christopher A.		0.6	300.00	180.00
(BEZ) Zahner, Brendan E.		0.7	350.00	245.00
Legal Assistant				
(JNN) Novikov-Carles, Jackeline N.		0.5	175.00	87.50
Administrative				
(JEW) Wilson, Jonathan E.		0.2	75.00	15.00
		<u>2.8</u>		
Total Fees				\$ 832.50
TOTAL AMOUNT DUE				\$ <u>832.50</u>
RFH				
17988-00645				

Thacher Proffitt

Thacher Proffitt & Wood LLP

REMITTANCE COPY

Deutsche Bank Securities, Inc.
60 Wall Street
New York, NY 10005

Attn: Jay Strauss Esq.

PLEASE REMIT PAYMENT BY WIRE TO:

Citibank, N.A.
(ABA No. 021000089)
For the Account of:
Thacher Proffitt & Wood LLP
Account No. 37562867
Reference: RFH 17988-00645

Invoice Number **66414**

March 5, 2008

FEDERAL ID NO. 13-8612353

	<p>FOR PROFESSIONAL SERVICES rendered and disbursements posted through February 29, 2008 with respect to Baltimore America, our services including:</p> <p style="text-align: right;">Total Fees</p> <p style="text-align: right;">TOTAL AMOUNT DUE</p> <p>RFH 17988-00645</p>		<p style="text-align: right;">\$ 582.50</p> <p style="text-align: right;">\$ <u>582.50</u></p>
--	--	--	--

Thacher Proffitt

Thacher Proffitt & Wood LLP

Deutsche Bank Securities, Inc.
60 Wall Street
New York, NY 10005

Attn: Jay Strauss Esq.

PLEASE REMIT PAYMENT BY WIRE TO:

Citibank, N.A.
(ABA No. 021000089)
For the Account of:
Thacher Proffitt & Wood LLP
Account No. 37562867
Reference: RFH 17988-00645

Invoice Number 66414

March 5, 2008

FEDERAL ID NO. 13-6612353

FOR PROFESSIONAL SERVICES rendered and disbursements posted through February 29, 2008 with respect to Baltimore America, our services including:			
<u>Date</u>	<u>Services</u>	<u>Atty.</u>	<u>Hours</u>
02/07/08	Update case extranet.	JNN	0.1
02/08/08	Telephone conferences with Ms. McGuinness regarding status.	BEZ	0.1
02/08/08	Call with Jennifer McGuinness on status of matter.	CAL	0.1
02/08/08	Work on settlement and status issues.	JPD	0.1
02/12/08	Email to Warren Wynshaw requesting status of defendant's counter.	CAL	0.1
02/20/08	Call with Warren Wynshaw.	JPD	0.2
02/21/08	Call with Warren Wynshaw regarding whether his client has counter offer and possible purchase of defendant by Scott Dantama.	CAL	0.2
02/21/08	Settlement and status issues.	JPD	0.3
02/26/08	Call with Warren Wynshaw (defense counsel) regarding sale of defendant and pretrial conference.	CAL	0.3
02/26/08	Telephone conference with Ms. McGuinness.	JPD	0.2
	Total Hours		1.7
	Total Fees		\$ 582.50
	TOTAL AMOUNT DUE		\$ 582.50

Invoice Number: 66414

Page 2

	RFH 17988-00645		
--	--------------------	--	--

Invoice Number: 66414

Page 3

<u>Attorney Summary</u>		<u>Hours</u>	<u>Rate</u>	<u>Total</u>
<u>Attorney</u>				
Partner				
(JPD) Doherty, John P.		0.8	400.00	320.00
Associate				
(CAL) Lynch, Christopher A.		0.7	300.00	210.00
(BEZ) Zahner, Brendan E.		0.1	350.00	35.00
Legal Assistant				
(JNN) Novikov-Carles, Jackeline N.		0.1	175.00	17.50
		<u>1.7</u>		
Total Fees				\$ 582.50
TOTAL AMOUNT DUE				\$ <u>582.50</u>
RFH				
17988-00645				

Thacher Proffitt

Thacher Proffitt & Wood LLP

REMITTANCE COPY

Deutsche Bank Securities, Inc.
60 Wall Street
New York, NY 10005

Attn: Jay Strauss Esq.

PLEASE REMIT PAYMENT BY WIRE TO:

Citibank, N.A.
(ABA No. 021000089)
For the Account of:
Thacher Proffitt & Wood LLP
Account No. 37562867
Reference: RFH 17988-00645

Invoice Number **68053**

April 22, 2008

FEDERAL ID NO. 13-5612353

	<p>FOR PROFESSIONAL SERVICES rendered and disbursements posted through March 31, 2008 with respect to Baltimore America, our services including:</p> <p style="text-align: right;">Total Fees</p> <p style="text-align: right;">Total Disbursements</p> <p style="text-align: right;">TOTAL AMOUNT DUE</p> <p>RFH 17988-00645</p>		<p style="text-align: right;">\$ 2,080.00</p> <p style="text-align: right;">\$ <u>93.38</u></p> <p style="text-align: right;">\$ <u>2,173.38</u></p>
--	---	--	--

Thacher Proffitt

Thacher Proffitt & Wood LLP

Deutsche Bank Securities, Inc.
60 Wall Street
New York, NY 10005

Attn: Jay Strauss Esq.

PLEASE REMIT PAYMENT BY WIRE TO:

Citibank, N.A.
(ABA No. 021000089)
For the Account of:
Thacher Proffitt & Wood LLP
Account No. 37562867
Reference: RFH 17988-00645

Invoice Number **68053**

April 22, 2008

FEDERAL ID NO. 13-6612353

FOR PROFESSIONAL SERVICES rendered and disbursements posted through March 31, 2008 with respect to Baltimore America, our services including:			
<u>Date</u>	<u>Services</u>	<u>Atty.</u>	<u>Hours</u>
03/03/08	Research regarding defendant's assets/ownership.	CAL	0.3
03/03/08	Call with Jennifer McGuinness regarding status of case.	CAL	0.2
03/03/08	Work on settlement and status.	JPD	0.3
03/04/08	Email Jennifer McGuinness regarding Baltimore loans.	CAL	0.1
03/04/08	Discuss status of case/default/attorney replacement with Jennifer McGuinness.	CAL	0.3
03/04/08	Review case files; fact investigation; gather and prepare documents for JSK.	JNN	0.4
03/04/08	Telephone conference with Ms. McGuinness regarding settlement and status issues.	JPD	0.2
03/05/08	Draft letter/fax to Warren Wynshaw regarding defendants document production.	CAL	1.3
03/05/08	Review defendant's discovery request.	CAL	0.8
03/05/08	Review defendant's document production.	CAL	1.0
03/06/08	Research judgments against defendant.	CAL	0.5
03/07/08	Email/call with Warren Wynshaw regarding defendant's intention to proceed and follow-up with JPD.	CAL	0.2
03/07/08	Outline letter to Baltimore.	JPD	0.2

Invoice Number: 68053

Page 2

03/07/08	Meet with CAL.	JPD	0.2	
03/13/08	Review defense counsel's motion to withdraw.	CAL	0.4	
03/13/08	Review Baltimore's motion.	JPD	0.3	
	Total Hours		6.7	
	Total Fees			\$ 2,080.00
	Disbursements Posted			
	Duplicating		53.50	
	Facsimile		10.00	
	Overtime & Related Expense		28.90	
	Telephone		<u>0.98</u>	
	Total Disbursements			\$ <u>93.38</u>
	TOTAL AMOUNT DUE			\$ <u><u>2,173.38</u></u>
	RFH			
	17988-00645			

Invoice Number: 68053

Page 3

<u>Attorney Summary</u>		<u>Hours</u>	<u>Rate</u>	<u>Total</u>
<u>Attorney</u>				
Partner				
(JPD) Doherty, John P.		1.2	400.00	480.00
Associate				
(CAL) Lynch, Christopher A.		5.1	300.00	1,530.00
Legal Assistant				
(JNN) Novikov-Carles, Jackeline N.		0.4	175.00	70.00
		<u>6.7</u>		
Total Fees				\$ 2,080.00
Total Disbursements				\$ 93.38
TOTAL AMOUNT DUE				\$ 2,173.38
RFH				
17988-00645				

Thacher Proffitt

Thacher Proffitt & Wood LLP

REMITTANCE COPY

Deutsche Bank Securities, Inc.
60 Wall Street
New York, NY 10005

Attn: Jay Strauss Esq.

Invoice Number 68686

PLEASE REMIT PAYMENT BY WIRE TO:

Citibank, N.A.
(ABA No. 021000089)
For the Account of:
Thacher Proffitt & Wood LLP
Account No. 37562867
Reference: RFH 17988-00645

May 15, 2008

FEDERAL ID NO. 13-5612353

	<p>FOR PROFESSIONAL SERVICES rendered and disbursements posted through April 30, 2008 with respect to Baltimore America, our services including:</p> <p style="text-align: right;">Total Fees</p> <p style="text-align: right;">Total Disbursements</p> <p style="text-align: right;">TOTAL AMOUNT DUE</p> <p>RFH 17988-00645</p>		<p style="text-align: right;">\$ 1,650.00</p> <p style="text-align: right;">\$ <u>11.89</u></p> <p style="text-align: right;">\$ <u>1,661.89</u></p>
--	---	--	--

Thacher Proffitt

Thacher Proffitt & Wood LLP

Deutsche Bank Securities, Inc.
60 Wall Street
New York, NY 10005

Attn: Jay Strauss Esq.

PLEASE REMIT PAYMENT BY WIRE TO:

Citibank, N.A.
(ABA No. 021000089)
For the Account of:
Thacher Proffitt & Wood LLP
Account No. 37562867
Reference: RFH 17988-00645

Invoice Number 68686

May 15, 2008

FEDERAL ID NO. 13-5812353

FOR PROFESSIONAL SERVICES rendered and disbursements posted through April 30, 2008 with respect to Baltimore America, our services including:			
<u>Date</u>	<u>Services</u>	<u>Atty.</u>	<u>Hours</u>
04/08/08	Work on default application.	CAL	1.2
04/09/08	Obtain default certificate.	CAL	0.2
04/09/08	Obtained signature on Clerk's Certificate from Judgment Clerk in SDNY.	JEW	0.7
04/21/08	Review Judge Fox's order regarding inquest.	CAL	0.3
04/21/08	Review letter from Scott Dantuma.	CAL	0.3
04/21/08	E-mail to Jennifer McGuinness regarding letter from Scott Dantuma.	CAL	0.4
04/21/08	Research form of filing for inquest and discuss with MM.	CAL	0.6
04/23/08	Obtained copies of documents from file in SDNY.	JEW	0.9
04/24/08	Draft response letter to Scott Dantuma and revise the same.	CAL	1.6
04/25/08	Revise draft letter to Scott Dantuma responding to his request for loan information.	CAL	0.2
04/28/08	Attend to service of inquest order.	CAL	0.3
Total Hours			6.7
Total Fees			\$ 1,650.00
Disbursements Posted			

Invoice Number: 68686

Page 2

	Duplicating	1.20	
	Outside Duplicating	8.75	
	Postage Expense	<u>1.94</u>	
	Total Disbursements		\$ <u>11.89</u>
	TOTAL AMOUNT DUE		\$ <u>1,661.89</u>
RFH			
17988-00645			

Invoice Number: 68686

Page 3

<u>Attorney Summary</u>		<u>Hours</u>	<u>Rate</u>	<u>Total</u>
<u>Attorney</u>				
Associate				
(CAL) Lynch, Christopher A.		5.1	300.00	1,530.00
Administrative				
(JEW) Wilson, Jonathan E.		1.6	75.00	120.00
		<u>6.7</u>		
	Total Fees			\$ 1,650.00
	Total Disbursements			\$ 11.89
	TOTAL AMOUNT DUE			\$ <u>1,661.89</u>
RFH				
17988-00645				